

Partner, Chicago

Litigation



T: 312.407.0728
matthew.kipp@skadden.com

Education

J.D., Columbia University School of Law, 1989 (Harlan Fiske Stone Scholar)

B.A., Yale University, 1985 (with honors; recipient of the Charles Heber Dickerman Memorial Prize for best departmental essay in Economics)

Bar Admissions

Illinois
U.S.D.C. Trial Bar

Experience

Clerkship, Hon. Bruce M. Selya, U.S. Court of Appeals for the First Circuit (1990-1991)

Clerkship, Hon. Barbara B. Crabb, U.S. District Court for the Western District of Wisconsin (1989-1990)

Matthew R. Kipp concentrates in complex commercial litigation and governmental investigations, representing clients in federal, state and arbitral tribunals, and in all phases of litigation, at both the trial and appellate levels. Mr. Kipp has represented a variety of companies or their audit committees in investigations by the SEC into alleged accounting irregularities and improper business practices, including General Mills, Inc., The Hillshire Brands Company, Molex Incorporated, Navistar International Corporation, OfficeMax Incorporated, ProQuest LLC, Stryker Corporation and Waste Management, Inc. Mr. Kipp also has represented a variety of companies in merger-related litigation, including:

- CF Industries Holdings, Inc. in its successful hostile offer to acquire Terra Industries, Inc. and in its defense of a hostile bid by Agrium, Inc.
- Chevron Corporation in its acquisition of Atlas Energy, Inc.
- Ecolab Inc. in its acquisition of Nalco Holding Company and in Ecolab's purchase of the assets of Swisher Hygiene Inc.
- Exelon Corporation in its acquisition of Constellation Energy Group, Inc.
- Kinetic Concepts, Inc. in its acquisition by a consortium advised by Apax Partners
- OfficeMax Incorporated in its merger with Office Depot, Inc.
- Pactiv Corporation in its acquisition by Rank Group Ltd.
- Qwest Communications International Inc. in its merger with CenturyLink, Inc.
- Stryker Corporation in its acquisitions of Vocera Communications, Inc., Wright Medical Group Inc., Orthovita, Inc. and MAKO Surgical Corp.
- Tecumseh Products Company in its acquisition by an entity owned by affiliates of Mueller Industries, Inc. and Atlas Holdings LLC
- Wm. Wrigley Jr. Company in connection with its acquisition by Mars Inc.

Mr. Kipp also has represented a number of companies in securities, derivative and commercial matters, including Baxter International Inc. in securities and derivative litigation; Citigroup Inc. and several subsidiaries in their payment program for financial consultants; Groupon, Inc., as well as its CEO and CFO, in a federal securities action and in related state-law derivative suits; Insys Therapeutics, Inc. in an action arising out of a reverse stock split; Orion Energy Systems, Inc. in securities litigation; Polaris Industries Inc. and several of its officers in securities litigation; Solo Cup Company in a post-acquisition dispute; the former members of the Special Committee of the board of the Tribune Company in litigation arising out of Tribune's LBO; Tyson Foods, Inc. in its dispute with IPB, Inc. over the enforceability of a merger agreement; and Waste Management, Inc. in securities and derivative litigation. In connection with these and other matters, Mr. Kipp has argued a number of appeals, including:

- *Berger v. Ecolab Inc.*, 2018 IL App. (1st) 172450-U (holding no breach of duty or aiding and abetting in connection with an asset purchase, but remanding for filing of an amended complaint), *dismissed on remand* (2019)
- *Higginbotham v. Baxter International Inc.*, 495 F.3d 753 (7th Cir. 2007) (affirming dismissal of a Rule 10b-5 action)
- *Kim v. Citigroup Inc.*, 856 N.E.2d 639 (Ill. App. Ct. 2006) (upholding Citigroup's Capital Accumulation Plan under the Illinois Wage Payment and Collection Act)
- *Eisenstadt v. Centel Corp.*, 113 F.3d 738 (7th Cir. 1997) (affirming summary judgment in Rule 10b-5 action)

Matthew R. Kipp

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Mr. Kipp has published articles in *The Notre Dame Law Review*, *The Review of Litigation*, *The DePaul Law Review* and *The University of Michigan Journal of Law Reform*, and is a co-author of West Publishing hornbook *Federal Sentencing Guidelines Law and Practice* (Second Edition). He has been selected for inclusion repeatedly in *Chambers USA: America's Leading Lawyers for Business*, in which he is described by clients as being “on top of every nuance” of matters, as well as “a class act” who is able to “work with all levels of [an] organization.” He also has been recognized repeatedly in *The Best Lawyers in America*, including previously as its Chicago Litigation — Securities Lawyer of the Year. Additionally, Mr. Kipp has been named one of Lawdragon's 500 Leading Litigators in America.